

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	x	
	:	Chapter 11
	:	
Old Carco LLC (f/k/a Chrysler LLC), et al.,	:	Case No.09-50002(AJG)
	:	(Jointly Administered)
Debtors.	:	
	x	

**DEBTORS' POST-CONFIRMATION
QUARTERLY REPORT FOR
THE PERIOD FROM OCTOBER 1, 2012 TO DECEMBER 31, 2012**

DEBTORS' ADDRESS: c/o Old Carco Liquidation Trust, 555 Chrysler Drive, Auburn Hills, MI 48326

QUARTERLY CASH RECEIPTS RECEIVED BY OLD CARCO LIQUIDATION TRUST:	\$487,145
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QUARTERLY CASH DISBURSEMENTS MADE BY OLD CARCO LIQUIDATION TRUST:	\$4,851,132
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REPORT PREPARER: Old Carco Liquidation Trust

In accordance with 28 U.S.C. §1746, the undersigned, having reviewed the attached report, declares under penalty of perjury, that the information contained therein is complete, accurate and truthful to the best of my knowledge.

/s/ Robert Manzo

Name: Robert J. Manzo, sole manager of RJM I, LLC, in its capacity as trustee for Old Carco Liquidation Trust

DATE: February 15, 2013

**In re Old Carco LLC (f/k/a Chrysler LLC), et al.
Index to Post-Confirmation Quarterly Report**

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In re Old Carco LLC (f/k/a Chrysler LLC), et al.

CASE NO. 09-50002 (AJG) (Jointly Administered)

LIST OF DEBTORS AND CASE NUMBERS

DECEMBER 31, 2012

Debtor Name	Case Number
Old Carco LLC (f/k/a Chrysler LLC)	09-50002
Alpha Holding LP	09-50025

In re Old Carco LLC (f/k/a Chrysler LLC), et al.
CASE NO. 09-50002 (AJG) (Jointly Administered)
NOTES TO POST-CONFIRMATION QUARTERLY REPORT
For the Period from OCTOBER 1, 2012 TO DECEMBER 31, 2012
General Notes Applicable to Entire Report

NOTE 1—Chapter 11 Cases

On April 30, 2009 (the "Petition Date"), Old Carco LLC f/k/a Chrysler LLC ("Old Carco") and 24 of its affiliates (collectively, the "Original Debtors") commenced their bankruptcy cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). On May 19, 2009, Alpha Holding LP ("Alpha" and, collectively with the Original Debtors, the "Debtors") commenced its bankruptcy case by filing a voluntary petition under chapter 11 of the Bankruptcy Code with the Bankruptcy Court. By orders of the Bankruptcy Court (Docket Nos. 97 and 2188), the Debtors' chapter 11 cases were consolidated for procedural purposes and have been jointly administered.

The Debtors were authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

On May 5, 2009, the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed the official committee of unsecured creditors in the Debtors' chapter 11 cases (the "Creditors' Committee"), pursuant to section 1102 of the Bankruptcy Code.

NOTE 2—Fiat Transaction

In connection with the commencement of the Debtors' chapter 11 cases, Old Carco and its Debtor subsidiaries, Fiat S.p.A. ("Fiat") and New Chrysler (as defined below) entered into a Master Transaction Agreement dated as of April 30, 2009 (as amended and collectively with other ancillary and supporting documents, the "Purchase Agreement"). The Purchase Agreement provided, among other things, that: (i) Old Carco would transfer the majority of its operating assets to New CarCo Acquisition LLC (n/k/a Chrysler Group LLC) ("New Chrysler"), a newly established Delaware limited liability company formed by Fiat; and (ii) in exchange for those assets, New Chrysler would assume certain of the Debtors' liabilities and pay to Old Carco \$2 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction"). On May 3, 2009, the Original Debtors filed a motion to approve the Fiat Transaction or a similar transaction with a competing bidder (Docket No. 190).

On May 31, 2009, the Bankruptcy Court issued: (i) an Opinion Granting the Debtors' Motion Seeking Authority to Sell, Pursuant to § 363, Substantially All of the Debtors' Assets (Docket No. 3073) (the "Sale Opinion"); and (ii) an Opinion and Order Regarding Emergency Economic Stabilization Act of 2008 and Troubled Asset Relief Program (Docket Nos. 3074 and 3229). On June 1, 2009 and consistent with the Sale Opinion, the Bankruptcy Court entered an Order authorizing the Fiat Transaction (Docket No. 3232) (the "Sale Order"). Consistent with the Sale Order, the Fiat Transaction was consummated on June 10, 2009.

NOTE 3—Effectiveness of Plan of Liquidation

On April 23, 2010, the Court entered the Order Confirming the Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession, as Modified (Docket No. 6875) (the "Confirmation Order"). Attached to the Confirmation Order as Annex I is the confirmed Second Amended Joint Plan of Liquidation of Debtors and Debtors in Possession, as Modified, which was further modified by an Order of the Court dated April 28, 2010 (Docket No. 6923) (collectively with all exhibits thereto, the "Plan").¹ Pursuant to the Plan and the Confirmation Order, the Debtors' estates were substantively consolidated for purposes of implementing the Plan. See Plan, Section VII.A; Confirmation Order, ¶ 15-16. The Plan became effective in accordance with its terms on April 30, 2010 (the "Effective Date").

As of the Effective Date, (i) the Debtors other than Alpha were dissolved; and (ii) Old Carco Liquidation Trust (the "Liquidation Trust") was established pursuant to the Plan and the Liquidation Trust Agreement for the purpose of, among other things, liquidating the assets contributed by the Debtors to the Liquidation Trust, resolving all Disputed Claims, pursuing any Recovery Actions (including the Daimler Litigation), making all distributions to holders of Allowed Claims in accordance with the terms of the Plan and otherwise implementing the Plan. Also as of the Effective Date, the Creditors' Committee was dissolved.

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Plan.

In re Old Carco LLC (f/k/a Chrysler LLC), et al
CASE NO. 09-50002 (AJG) (Jointly Administered)
NOTES TO POST-CONFIRMATION QUARTERLY REPORT
For the Period from JULY 1, 2012 TO SEPTEMBER 30, 2012

By an order entered on August 4, 2010 (Docket No. 7317), a final decree was entered closing the chapter 11 cases of all Debtors other than Old Carco and Alpha.

NOTE 4—Basis of Presentation

The Liquidation Trust has prepared the attached Schedule of Cash Receipts and Disbursements on the cash basis of accounting. This report is presented in a format approved by the U.S. Trustee. This report is presented for the three-month period beginning October 1, 2012 and ending December 31, 2012.

NOTE 5—Merger and Liquidation of Certain Debtors and Non-Debtors

Upon the transfer, under the Plan, of the Liquidation Trust Assets to the Liquidation Trust, except to the extent otherwise provided in Plan Exhibit X.A.189, the Debtors (other than Alpha) were deemed dissolved and their business operations withdrawn for all purposes without any necessity of filing any document, taking any further action or making any payment to any governmental authority in connection therewith.

NOTE 6—Relevant Developments During the Reporting Period

The Liquidation Trust received proceeds from the sale of a truck and scrap material from the Kenosha Engine Plant and tax refunds from the States of North Dakota, Illinois and Pennsylvania. The Liquidation Trust sold the Ballinger property and paid the buyer \$1,603,678 at closing.

Schedule I

In re Old Carco LLC (f/k/a Chrysler LLC), et al.

CASE NO. 09-50002 (AJG) (Jointly Administered)

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS (UNAUDITED)

For the Period from OCTOBER 1, 2012 TO DECEMBER 31, 2012

Old Carco Liquidation Trust Cash Balance at 09/30/12 ¹	\$ 190,392,812
Cash Receipts ²	487,145
Cash Disbursements ³	(4,851,132)
Change in China Cash Balances ⁴	(59,740)
Old Carco Liquidation Trust Cash Balance at 12/31/12	\$ 185,969,085

Notes:

- 1** Amount includes changes in China cash balances prior to June 30, 2010 not reflected in prior report.
- 2** The \$487,145 in receipts consists of \$15,906 in miscellaneous receipts, \$371,239 from tax refunds (a portion of which may be payable to Daimler) and \$100,000 from Beijing security deposit refund.
- 3** See Schedule II.
- 4** China bank accounts are under the control of Chrysler Group LLC, which will receive any remaining amounts following the winddown of operations.

Schedule II
In re Old Carco LLC (f/k/a Chrysler LLC), et al.
CASE NO. 09-50002 (AJG) (Jointly Administered)
SCHEDULE OF DISBURSEMENTS BY TYPE (UNAUDITED)
For the Period from OCTOBER 1, 2012 TO DECEMBER 31, 2012

Type	Notes	Cash Basis	
		Oct 1, 2012 to Dec 31, 2012	Total Since Effective Date

Administrative and Operating Expenses of Trust	1	\$ 3,841,132	\$ 52,986,589
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Plan Disbursements by Class

Administrative Claims	2	10,000	79,828,648
Class 1 - Priority Claims	3	1,000,000	13,799,584
Class 2A - First Lien Secured Claims			191,271,059
Class 2B - TARP Financing Secured Claims			N/A
Class 2C - Owners' Secured Claims			N/A
Class 2D - Other Secured Claims			149,643
Class 3A - General Unsecured Claims			N/A
Class 3B - Intercompany Claims			N/A
Class 4A Equity Interests of Old Carco			N/A
Class 4B - Subsidiary Debtor Equity Interests			N/A
Total Plan Disbursements		\$ 1,010,000	\$285,048,935
TOTAL DISBURSEMENTS		\$ 4,851,132	\$338,035,524

NOTES:

1. Amount represents payment of post-Effective Date administrative and operating expenses, including (ii) retained professionals-financial (\$9,508), (iii) property utilities and carrying costs (\$1,041,330), (iv) First Lien Lender-funded professional fees (\$1,106,031), (vii) US Trustee fees (\$60,000), (viii) Daimler litigation costs (\$1.020), and (ix) other estate costs (\$1,623,243) (includes (\$1,603,678) payment from sale of Ballinger).
2. Amount represents payment of Allowed Claims of the Government DIP Lenders which are both Allowed Secured Claims and Allowed Administrative Claims
3. Amount represents payment of Allowed Priority Tax Claims.

Schedule III
In re Old Carco LLC (f/k/a Chrysler LLC), et al.
CASE NO. 09-50002 (AJG) (Jointly Administered)
SCHEDULE OF BANK ACCOUNTS (UNAUDITED)
As of DECEMBER 31, 2012

Account Name	Name of Bank	Purpose of Account	Balance at 12/31/2012	Account Number
Priority Claim Trust Account	Key Bank N.A.	Priority Claims	\$15,090	359681263778
Sales & Use Escrow	Key Bank N.A.	Tax Claims	\$51,388,974	2020200-1678120
Segregated Tax Account	Key Bank N.A.	Tax Claims	\$40,000,000	359681267753
Property Tax Trust Account	Key Bank N.A.	Tax Claims	\$10,498,671	359681275376
Additional Winddown Cost Escrow	Key Bank N.A.	Administrative & Operating Expenses	\$15,939,877	359681263422 359681263786 ¹
Winddown Fee Trust Account	Key Bank N.A.	Professional Fees	\$1,073,481	359681263786
Environmental Reserve	Key Bank N.A.	Environmental Claims	\$13,000,000	359681285052
First Lien Reserve	Key Bank N.A.	Collateral Carrying Costs	\$3,822,673	359681275392
First Lien Ryan Escrow	JPMorgan	Escrow Ryan Settlement Costs	\$345,270	899579080
Daimler Fund	Key Bank N.A.	Daimler Litigation Costs	\$8,992,391	359681275384
First Lien Proceeds Account	Key Bank N.A.	First Lien Collateral Proceeds	\$638,608	359681263760
DIP Proceeds Account	Key Bank N.A.	DIP Lender Collateral Proceeds	\$6,548,043	359681279329
First Lien Kenosha Reserve 1	Key Bank N.A.	Kenosha Claims	\$1,000,000	359681326021
First Lien Kenosha Reserve 2	Key Bank N.A.	Kenosha Claims	\$500,000	359681326039
RMB (Note 1)	Bank of China	China Account	\$15,935,825	8037220566080920 01
Disputed Tax Refunds	Key Bank N.A.	Daimler Dispute	\$16,270,182	359683037394

¹ Following the winddown of operations, remaining amounts will be remitted to Chrysler Group, LLC.
Balance as of November 2, 2012.

Schedule IV

In re Old Carco LLC (f/k/a Chrysler LLC), et al.

CASE NO. 09-50002 (AJG) (Jointly Administered)

DEBTORS' STATEMENT REGARDING INSURANCE POLICIES

For the Period from OCTOBER 1, 2012 TO DECEMBER 31, 2012

All insurance policies are fully paid for the current period.